

**Memorandum of Sublease**

This Memorandum evidences that a sublease was made and entered into by written "Collocation Sublease Agreement" dated November 26, 2001 ("SLA") between SprintCom, Inc. ("Landlord") and Cellular South Real Estate Inc. ("Tenant"), the terms and conditions of which are incorporated herein by reference.

The SLA provides in part that Landlord leases to Tenant a portion of a certain site ("Site") located on 6796 Getwell Road, Southaven, Desoto County, MS ("Property") within the property of Jimmie Sue Billingsley ("Owner") which is described in Attachment "1" attached hereto, with grant of rights of access thereto and to electric and telephone facilities for a term of five (5) years commencing on January 25, 2002 which term may be subject to four (4) additional five (5) year extension periods by Tenant.

In the event of any conflict between this Memorandum and the SLA, the SLA shall control.

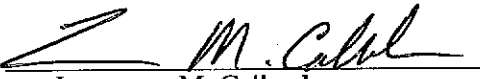
IN WITNESS WHEREOF, the parties have executed the Memorandum as of the day and year first above written.

**LANDLORD:**

**SPRINTCOM, INC., a Kansas corporation**

By: **SPRINT SPECTRUM L.P.,  
a Delaware limited partnership and  
its authorized agent**

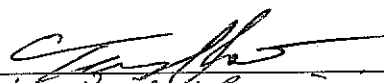
By: **Sprint Sites USA, a division of  
Sprint Spectrum L.P.**

By:   
Lawrence M. Callander  
Director, Eastern Region

Date: 5/15/03

**TENANT:**

**CELLULAR SOUTH REAL ESTATE INC.,  
a Mississippi corporation**

By:   
Title: Vice President Engineering & Network  
Date: July 3, 2003

STATE MS.-DESO TO CO.  
FILED

JUL 14 3 37 PM '03

BK 99 PG 412  
W.E. DAVIS CH. CLK.

STATE OF Georgia  
COUNTY OF Fulton

Personally appeared before me, the undersigned authority in and for the said county and state, on this 15 day of May, 2003, within my jurisdiction, the within named Lawrence M. Callander, who acknowledged that he is Director-East Region of Sprint Sites USA, a division of Sprint Spectrum L.P., a Delaware limited partnership as agent for SprintCom, Inc., a Kansas corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument after first having been duly authorized by said corporation so to do.

*Diahann John Baptiste*  
NOTARY PUBLIC

My Commission Expires:

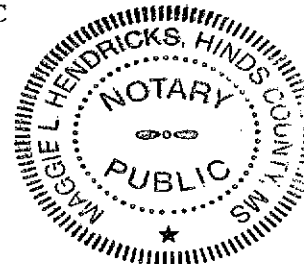
STATE OF Mississippi  
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the said county and state, on this 3rd day of July, 2003, within my jurisdiction, the within named Tony Hart, who acknowledged that (he)(she) is VPg Eng + Network Ops of Cellular South Real Estate Inc., a Mississippi corporation, and that for and on behalf of the said corporation, and as its act and deed (he)(she) executed the above and foregoing instrument after first having been duly authorized by said corporation so to do.

*Maggie L Hendricks*  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires July 17, 2004



Attachment "1" To The Memorandum Of Sublease

Legal Description of the Premises:

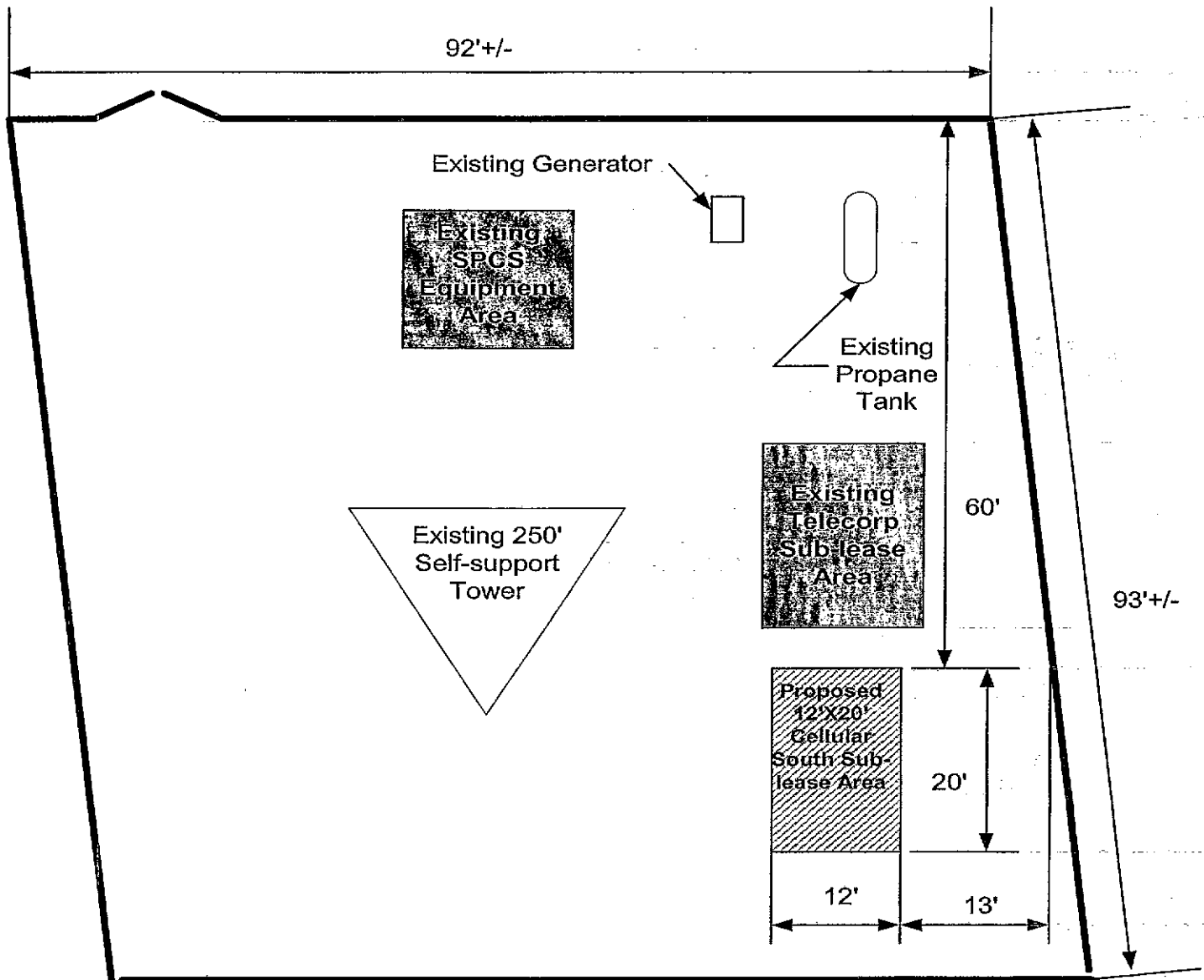
**LEASE AREA LEGAL DESCRIPTION**

BEGINNING AT THE INTERSECTION OF THE SOUTH RIGHT-OF-WAY LINE OF HONEY DO CORNER ROAD, (SAP-54-(20)), WITH THE EAST LINE OF SECTION 28, TOWNSHIP 8 SOUTH, RANGE 7 WEST, PANOLA COUNTY, MISSISSIPPI, THENCE SOUTH 89 DEGREES 58 MINUTES 25 SECONDS WEST ALONG SAID RIGHT-OF-WAY LINE FOR A DISTANCE OF 77.38 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED; THENCE SOUTH 15 DEGREES 07 MINUTES 53 SECONDS EAST ALONG THE WEST LINE OF AN EXISTING GAS LINE EASEMENT FOR A DISTANCE OF 100.00 FEET; THENCE NORTH 89 DEGREES 58 MINUTES 25 SECONDS WEST FOR A DISTANCE OF 100.00 FEET; THENCE NORTH 15 DEGREES 07 MINUTES 53 SECONDS WEST FOR A DISTANCE OF 100.00 FEET TO A POINT ON AFORESAID RIGHT-OF-WAY LINE; THENCE SOUTH 89 DEGREES 58 MINUTES 25 SECONDS EAST ALONG SAID RIGHT-OF-WAY A DISTANCE OF 100.00 FEET BACK TO THE POINT OF BEGINNING CONTAINING 9,652 SQUARE FEET OR 0.220 ACRES, MORE OR LESS.

RESERVING NONEXCLUSIVE RIGHT OF USE ACROSS LESSORS PROPERTY FOR NECESSARY APPURTENANCES TO CONSTRUCT, OPERATE, AND MAINTAIN A RADIO COMMUNICATION FACILITY FOR ITEMS SUCH AS, BUT NOT LIMITED TO INGRESS, EGRESS, PARKING, VEHICULAR MANEUVERING, EQUIPMENT, AND UTILITIES.

Landlord Initials: LmcTenant Initials: JE

# MP33XC044-03



Scale: 1" = 15'

Lanlord Initials

*LHC*

Tenant Initials

*TC*

*gaw*

BK0099PG0416

This instrument prepared by, and after recording should be returned to:

Lessor

address: 6120 Powers Ferry Road, 2<sup>nd</sup> Floor

Atlanta GA 30339-2923

GAATLV0204

telephone: 404-948-3185

Lessee

address: 125 South Congress St., St. 1000

Jackson MS 39201

telephone: 601-355-1522